

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF WISCONSIN**

NORTHERN STATES POWER COMPANY, a Wisconsin corporation,)	
)	
Plaintiff,)	
)	
v.)	Case No. 12-cv-602
)	
THE CITY OF ASHLAND, WISCONSIN;)	
ASHLAND COUNTY, WISCONSIN;)	
SOO LINE RAILROAD COMPANY;)	
WISCONSIN CENTRAL, LTD.; and)	
L.E. MYERS COMPANY,)	
)	
Defendants.)	
)	

**PLAINTIFF NORTHERN STATES POWER COMPANY'S OPPOSITION
TO DEFENDANTS SOO LINE RAILROAD COMPANY AND WISCONSIN CENTRAL,
LTD.'S MOTION TO DISMISS PLAINTIFF'S FIRST AMENDED COMPLAINT**

Plaintiff Northern States Power Company, a Wisconsin corporation (“NSPW”), by its undersigned counsel, hereby submits its opposition to Defendants Soo Line Railroad Company and Wisconsin Central, Ltd.’s (collectively, the “Railroads”) Motion to Dismiss the First Amended Complaint. As set forth in the Railroads’ motion, NSPW recently filed its First Amended Complaint naming two additional defendants who – like the Railroads – are responsible for costs and damages at the Ashland Superfund Site. The legal claims and factual allegations against the Railroads, however, remain the same.

Accordingly, the Railroads have renewed their already fully-briefed motion against the initial complaint, relying upon their prior opening memorandum and reply [Dkt. ## 19, 25]. Likewise, NSPW hereby renews its Opposition and, in support, incorporates by reference its previously filed memorandum of law in opposition to the Railroads’ prior motion as well as its memorandum of law in opposition to the City of Ashland’s similar motion [Dkt. ## 23, 30]. For

this Court's convenience, NSPW attaches hereto its previous memoranda of law as Exhibits A and B, respectively. As explained fully therein, the Railroads' motion should be denied.

Dated: February 22, 2013

Respectfully submitted,

/s/ Margrethe Kearney

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CERTIFICATE OF SERVICE

I hereby certify that on February 22, 2013, a true and correct copy of the foregoing PLAINTIFF NORTHERN STATES POWER COMPANY'S OPPOSITION TO DEFENDANTS SOO LINE RAILROAD COMPANY AND WISCONSIN CENTRAL, LTD.'S MOTION TO DISMISS PLAINTIFF'S FIRST AMENDED COMPLAINT was filed electronically via the Electronic Court Filing system, which will send notification of such filing to the following attorneys of record:

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